



# **Roadrunner Prospectors' Club**

## **Bylaws**

### **Approved**

**November 17, 2022**

# Roadrunner Prospectors' Club, Inc.

## Bylaws

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# Roadrunner Prospectors' Club, Inc.

## ARTICLE I. NAME and PURPOSE

**SECTION 1.** The name of this club for the purpose of incorporation and other legal purposes shall be the Roadrunner Prospectors' Club, Inc.

**SECTION 2.** The club fosters the science and art of prospecting and placer mining in service to and for its general membership and to acquire and manage claims for their exclusive use.

## ARTICLE II. DEFINITIONS

**SECTION 1.** RRPC refers to Roadrunner Prospectors' Club, Inc.

**SECTION 2.** The **Board** refers to the Board of Directors and Officers of Roadrunner Prospectors' Club, Inc. collectively.

**SECTION 3. Member in good standing (no violations for 12 months and account balance is paid in full)** which relates to individual conduct, such as keeping dues and fees current, and the member's commitment to the *Roadrunner Prospectors' Club, Inc. Bylaws, Rules and Regulations*, and State and Federal Regulations of governmental bodies under whose jurisdiction the RRPC operates.

**SECTION 4. Dues** relate to the initial charge to join RRPC, and the monthly installments paid until Life Member status is paid in full.

**SECTION 5. Fees** relate to:

- A. the initial fee consisting of administrative costs and a Map Pack
- B. the Federal and State Mining Charge (FMC) fee and Operations Fee
- C. Transfer Fees which are administrative costs incurred with the buying, selling, and transfer of a Lifetime Membership.

**SECTION 6. Charter Member** is one of the first fifty members who joined RRPC.

## ARTICLE III. MEMBERSHIP

### SECTION 1. Duties and Privileges of Members

A. Prospective members will be granted membership after they have returned the signed application form and confirmed that they have read and understood the *Roadrunner Prospectors' Club, Inc. Bylaws* and the *Rules and Regulations*; and upon payment of dues and fees.

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- B. The new member is encouraged to attend a "New Member Orientation" meeting within the first year of membership.
- C. Membership is assigned to an individual, with privileges extended to the member's immediate family. A member's family consisting of a spouse/significant other and their children under the age of twenty-one shall be entitled to RRPC membership privileges.
- D. The member's voting right may be exercised by the member, the member's spouse/significant other, or a member's representative by signed proxy. Only one voting right is allowed per membership.
- E. A membership is allowed only one (1) board position.

## **SECTION 2. Guests**

Members are allowed to bring guests to any club function or to the RRPC's claims as long as the member is present and assumes total responsibility for their guest's actions, conduct and any applicable fees. At RRPC functions and meetings only members may purchase tickets for the long-term raffles and prizes. Guests may purchase tickets for raffles which will be awarded at that meeting or function.

## **SECTION 3. Suspension of Members**

- A. Each member is entitled to all rights and privileges of the RRPC, providing all membership dues and/or fees are current per their contract and no violations for the last 12 months.
- B. Membership privileges will be suspended for nonpayment of membership dues or fees which become 60-days or more past due. Members will be notified and given 30-days to become current or they will be dropped from the membership database, and all previously paid dues and fees will be forfeited. Additionally, restoration of membership privileges or the granting of financial hardship cases may be determined by a majority vote by the Board on an individual basis.
- C. The majority vote of the Board shall have the power to expel or suspend a member for violation of RRPC *Bylaws, Rules and Regulations*, Federal or State Land Regulations, or repeated conduct that is detrimental to the benefit of the general membership. The member shall be given a written 30-day notice to cease and make right any violations. Failure to do so will lead to expulsion or suspension from the club. Said member shall have the right to appear and defend themselves before the Board at a Board Meeting called for such purpose at the date, time and location set by the Board.

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## SECTION 4. Use of Claims

No member shall be allowed to use the RRPC's claims or property, in pursuit of any commercial activity which is detrimental to the RRPC, for the purpose of financial profit or gain. The RRPC Board has the option to approve the sale of merchandise or other commercial activity at scheduled outings or activities.

## ARTICLE III. MEMBERSHIP - SECTION 5. Fines

A. Any member who is expelled shall forfeit all rights and privileges in the RRPC and shall not have the right to recover any membership dues and fees previously paid. Any payment received on an account which is delinquent or has fine and fees, funds received will be applied to the fines and fees, first.

B. The Board shall be empowered with the authority to levy fines upon any member who does not abide by the RRPC's *Bylaws, Rules and Regulations*, and to include our *Plans of Operations, Notices of Intent to Operate*, U.S. Army Corps of Engineers' Section 404 (Clean Water Act).

C. The act of leaving unfilled prospecting sites/holes on RRPC claims shall be subject to fines equal to the estimated cost or actual cost of reclamation for a specific area and additionally the fines listed in Section E below, based on guidelines as set by Bureau of Land Management (BLM). General guidelines regarding handling of such situations and fines will be incorporated into the RRPC's *Rules and Regulations* by the Board.

D. At the 1<sup>st</sup> violation a 30-day notice to cure will be given to the member in violation. In addition to all cost incurred by RRPC for all costs which is incurred by the Club for reclamation, fines and legal fees that result from this violation will be assessed to the violating member.

E. Should the 1<sup>st</sup> violation not be corrected to the Board's satisfaction and there is a 2<sup>nd</sup> violation of the same nature occurring within twelve (12) months of the first violation the member will be immediately suspended for the remainder of the year. Their membership fees will not be refunded for the balance of the year. If the member wishes to continue with the Club a \$200.00 reinstatement fee will be applied in addition to all the membership renewal costs and any additional cost incurred by the Club for reclamation, fines and legal fees that resulted from this violation. The member will have to pay these additional expenses up front before becoming a member again.

F. Should the 2<sup>nd</sup> violation not be corrected to the Board's satisfaction and there is a 3<sup>rd</sup> violation of the same nature occurring within twelve (12) months of the 2<sup>nd</sup> violation by the same member or quest of member their membership will be immediately revoked. Their membership fees will not be refunded for the balance of the year and this member will not be eligible for new membership. Any additional cost incurred by the Club for reclamation, fines and legal fees that resulted from this violation will be assessed to the member's account.

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## **SECTION 6. Claim Use Limits**

No member shall continue to use RRPC's mining claim or adjacent claims for more than 14 days in any 30-day period or to exceed lesser limits imposed by Federal or State agencies in the claim's *Plan of Operations*.

## **SECTION 7. Liability**

The RRPC shall not be held responsible for injuries or damage sustained by members and their guests while on RRPC's claims and property, or at RRPC functions.

## **SECTION 8. Lifetime Membership**

A. Lifetime membership is based on the life of the primary member. The membership, upon the death of the primary member, may be assumed by the spouse/significant-other until his/her death; at which time the membership expires.

B. Members must be in good standing when buying, selling, or transferring memberships. Effective August 1, 2017, memberships that were in effect on or before December 31, 1995, (memberships #4249 and lower) can be sold or transferred one time to any RRPC member who is past their second-year anniversary date and in good standing. A transfer fee of \$250 will be assessed on membership transfers or sales. Any sale or transfer of a membership is not effective until reported and accepted by a majority of the Board Members at a meeting called for such purpose.

C. Memberships acquired after December 31, 1995 (memberships #4250 and higher) are not transferable.

## **SECTION 9. Monetary Interest**

No member of RRPC or Board Member having a monetary interest or association with any business or matter before the RRPC or the Board, shall have a vote on said matter.

## **ARTICLE IV. DUES**

### **SECTION 1. Initiation Dues and Fees**

Membership dues and initiation fees shall be established by the Board.

### **SECTION 2. Assessments**

Effective January 1, 2005, Annual and Lifetime members will be assessed a Federal Mining Charge (FMC) each year. Charges are due prior to December 1st of each year. The amount of the FMC is adjustable, reflecting annual government-based mining fee placed on our claims. Each September the Board will review the amount paid to the Bureau of Land Management (BLM) and adjust the member's portion of the FMC proportionately, rounded up to the nearest dollar.

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## ARTICLE V. PROPERTY

### SECTION 1. Purchase, Sales, and Use

A. No property, rights, titles, or monies shall accrue for the benefit of any individual of the RRPC or the Board. All funds, property and claims belonging to RRPC will be held in the name of RRPC and controlled by the Board of Directors. All funds, property and claims will be in the name of RRPC, not any individual's name.

B. The Board may commit RRPC funds for the purchase and maintenance of all property, deemed necessary or expedient for the benefit of the RRPC.

C. The Board will sell by sealed bid or dispose of claims or property deemed by them to be unproductive or no longer desirable for the RRPC's stated purposes.

D. The Board's actions on purchases and expenditures, without general membership approval, will be held to the dollar limits stated in Article VI, Section 7. C.

E. The Board is authorized to grant membership privileges in return for services or property rendered that benefits the club.

### SECTION 2. Annual Financial Statement

There shall be an annual review of the RRPC's financial transactions at the close of the fiscal year by a CPA. This review will be presented to the Board no later than October 31<sup>st</sup> and be available at the club office by appointment for member review for 60-days and as applicable under Arizona statute.

## ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS

### SECTION 1. Rights, Terms, and Vacancies

A. The entire management and business of the RRPC shall be vested in the Officers and Board of Directors, who shall be elected from among the regular members of the RRPC by the general membership, at the annual meeting. All RRPC Officers and Directors have the right to vote on issues before the Board at the monthly Board meetings or at special sessions, subject to ARTICLE III SECTION 9. The Board has the right to hire employees, contractors, and professionals such as lawyers, CPA, etc. as they see fit to perform all the duties of managing the RRPC.

B. The Board of Directors is comprised of up to seven (7) elected Directors for a term of two (2) years. Qualifications of nominees for Board positions shall be verified by the Board prior to inclusion on the ballot. Such candidates must consent to his or her appointment/election by the Board and/or Membership prior to the election.



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C. Any candidate for the Board must be a member of RRPC in good standing for at least one (1) year.

D. The Officers, consisting of President, Vice-President, Secretary, and Treasurer, shall be elected for a two-year term from the general membership at the annual meeting. Beginning in the year 2000, the President and Secretary shall be elected for a two-year term and the Vice-President and Treasurer shall be elected for a two-year term. Thereafter, during even-numbered years, the President and Secretary shall be elected for a two-year term and during odd years, the Vice-President and Treasurer shall be elected for a two-year term.

Qualifications of nominees for Officers shall be verified by the Board prior to inclusion on the ballot.

E. At each annual meeting of the members there will be an election. The quorum requirement will be one (1%) percent of the total membership in good standing and present in person or by proxy to conduct the business and election before the membership. In the election the persons receiving the largest amounts of votes for each position will be elected.

F. Should there be a vacancy on the Board in the Officers or Directors the remaining Board Members shall appoint their replacement(s) to serve out the remainder of the person's term without membership approval. The candidate must be qualified, a member in good standing, no violations in the last 12 months and not under any restrictions of serving based on these bylaws.

## **SECTION 2. Rules of Procedure**

The Board shall adopt written Rules and Regulations and Board Procedures.

## **ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS - SECTION 3. Compensation**

A. The Board shall not receive any compensation from the RRPC.

B. However, they will be entitled to their Federal Mining Charge (FMC) and Operations Fee to be waived for each calendar year of service completed, in accordance with Board duties and obligations.

C. Board members will also be entitled to the same reward as the general members when performing non-board duties.

D. The Board Member will be entitled to reimbursement of their out-of-pocket expenditures if asked to make purchases or perform special task which have a cost on behalf of the Board. This Board member must obtain prior Board approval on these expenses.

## **SECTION 4. Meetings**

A. The Board will hold monthly meetings. The time, date and location of the meetings shall be made public. The Board may call special meetings at any time or place by the president, or at the request of two (2) or more Board members.

B. Board members must not miss more than four (4) meetings in a year.

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- C. Any action required or permitted to be taken at any Board meeting or at any committee meeting thereof may be taken without a duly sworn meeting, if all (100%) of the Board members or Committee members consent in writing to such action, as the case may be, consent to the action must be in writing (email responses will meet this requirement). These written consents shall be ratified at the next duly sworn Board or Committee meeting.

## SECTION 5. Quorum

The Board meeting quorum shall consist of the majority plus one (1) member.

## SECTION 6. The Duties of Board Members

A. The Board shall adopt and enforce *Rules and Regulations*, consistent with these *Bylaws*, for the governance of the RRPC and the conduct of its members.

B. All Board members shall serve on a committee.

## SECTION 7. The Duties of Officers

A. The President

1. shall preside over all monthly Board and general membership meetings and all special session meetings as appropriate.
2. shall have general supervision of the affairs of the RRPC and oversees the general functions of the club.
3. implements the club Bylaws and Rules and Regulations.
4. shall sign or countersign all certificates, contracts and other instruments of the RRPC as authorized by the Board.
5. shall create such standing and special committees as determined to be necessary.
6. may have additional duties assigned as requested by the Board.
7. president or presiding officer will select a Board member to act as secretary in the secretary's absence.

## ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS - SECTION 7. The Duties of Officers

B. The Vice President

1. acts in the absence of the president.
2. may be appointed to other duties as requested by the president.
3. is expected to attend all Board and general membership meetings and special session meetings as appropriate.

C. The Treasurer

1. is expected to be at all Board and general membership meetings and special session meetings as appropriate and at the RRPC office during office hours.
2. manages the financial assets of RRPC in a timely manner and in accordance with established documentation.
3. pays bills, assembles invoices, and receipts for the CPA, and reports monthly financial status to the

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Board and general membership.

4. shall have authority to issue payment of fewer than one thousand dollars (\$1500) without prior approval from the Board. Payments of more than one thousand five hundred dollars, but less than six thousand dollars (\$6000), shall require prior Board approval. Payments of six thousand (\$6000.00) or more shall require the majority approval of the general membership called for such purpose.

5. May be appointed to other duties as requested by the president.

## D. The Secretary

1. is expected to be present at the regularly scheduled Board and general membership meetings and special session meetings as appropriate.

2. shall keep the minutes for such meetings and present them to the Board and general membership for approval.

3. may be appointed to other duties as requested by the president.

4. presides over the meeting if the president and vice president are absent.

## SECTION 8. Resignation

A. Any member of the Board, whether elected or appointed, who for any reason resigns from his or her position prior to its completion, will not be eligible for consideration or nomination for any position on the Board for two (2) years after the date of said resignation unless approved by 100% of the Officers and Directors at a Board Meeting called for such purpose.

B. Anyone who resigns from a position on the Board must sign, date, and submit a written letter of intent stating the reason for resignation.

## ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS - SECTION 9. Leave of Absence

C. Any member of the Board who cannot serve for personal health or family health reasons may take a leave of absence. The amount of time a member can be gone on leave is three (3) consecutive months. After three (3) months, if said member or officer, desires an additional three (3) months of leave, the Board must approve it. After six (6) months, the member or officer is required to step down from his/her position and may return later if there is a vacancy.

## SECTION 10. Candidates for Office

Any candidate for office shall have the right to address the general membership at an open meeting two (2) months prior to the annual elections and/or shall be allowed to make a statement in the newsletter, (limited to 100 words or less), of qualifications, experience, and reason(s) for desiring to serve.

## SECTION 11. Removal

Any member of the Board may be removed at any time, with cause, by the affirmative vote of two-thirds (2/3) of the Board.

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## **SECTION 12. Conflict of Interest**

For the purpose of RRPC, *Conflict of Interest* is a situation in which a person is in a position to derive personal benefit from actions or decisions made in his/her official capacity. If this situation arises with any Board member, it will be considered as a conflict of interest. When a Board member learns of such a situation, he/she must bring it before the Board within 48 hours of discovery for discussion and immediate resolution. Due to the Conflict of Interest the Board member will not be permitted to vote on the matter, additional review may result in resignation or removal from the Board.

## **SECTION 13. Reimbursement**

The RRPC shall reimburse any person who incurs club related expenses because he or she is or was a member of the Board, employee, or agent of the RRPC.

## **ARTICLE VII. MEMBERS' MEETINGS**

### **SECTION 1. Time and Date**

The annual meeting of the general membership shall be held on the third Thursday, in November, at 7:00 P.M., at a place designated by the Board of Directors.

### **SECTION 2. Location**

The general membership meeting shall be held at a place designated by the Board of Directors on the third Thursday of each month, at 7:00 P.M.

## **ARTICLE VII. MEMBERS' MEETINGS**

### **SECTION 3. Special Meetings**

A special meeting of the membership may be called by the president, or two members of the Board, at any time at their discretion or upon the written request of one hundred (100) members. Written notice of such meeting's objectives shall be given at least ten (10) days prior to the date of the meeting. At such special meetings, no business shall be transacted other than what is stated in the notice.

### **SECTION 4. Quorum**

For the transaction of business at a general membership meeting, a quorum shall consist of the members present entitled to vote or one (1%) percent of the total membership whichever is greater.

### **SECTION 5. Voting**

A. Every membership, having the right to one (1) vote at a meeting of the members, shall be entitled to exercise such vote in person, by signed proxy, or ballot. All elections shall be determined, and all questions decided, by most of the votes cast.

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B. The ballots for the election of the Board of Directors and Officers shall be mailed out five (5) business days after the October general membership meeting. All ballots must be received with the return name and address label affixed and legible and will be checked off the membership list by the election official. All ballots must be received prior to the start of the Annual Meeting.

## **ARTICLE VIII. MISCELLANEOUS**

### **SECTION 1. Amending Process**

These Bylaws may be amended, modified, or repealed by a majority of votes cast by the membership at any meeting called for that purpose.